

# **Exhibit “C”**



**DEARBORN**  
CAPITAL GROUP, LLC

**Letter of Intent - Bond Collective**

1. This Confidential Term Sheet ("**Term Sheet**") outlines the terms and conditions of a proposed investment/merger by and between **Dearborn Capital Group, LLC** ("**DCG**") and Bond Collective, LLC ("**Bond**") and CoWorkers LLC ("**CoWorkers**") and together with Bond hereinafter collectively referred to as the "**Companies**") CoWorkers", Baruch Singer ("**BS**"), Elie Deitsch ("**ED**") and Shlomo Silber ("**SS**"; WBG, Bond, the Companies, BS and ED are herein referred to as the Parties.
2. BS, ED and SS (collectively, the "Shareholders") are the controlling shareholders of the Companies and collectively own a 87% interest in Bond and CoWorkers.
3. DCG and its investors will invest approximately \$25,000,000 of working capital via a SPAC in the Companies to shore up the Companies' balance sheet in accordance according to a schedule to be prepared by the Shareholders.
4. BS, ED, SS and other investors will receive allocated shares that correspond to their existing interest in the Companies.
5. Closing of the merger is to occur following the completion of legal documentation, estimated to be approximately 30 days from the date of this term sheet.
6. All C-suite executives shall be comprised and approved by "DCG" prior to closing.
7. The Board of Directors shall be comprised five Class A board seats. "DCG" shall be entitled to three seats and the existing Shareholders shall be entitled to two seats;
8. All major decisions, including the selection of management of the day to day operations, buy-sell provisions, refinancing, recapitalizing, expansion of the company, settlement of outstanding liabilities and any other related item shall be at the sole approval of "DCG".



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9. During the period from the date of this Term Sheet to the earlier of the Closing Date, "DCG" will have the exclusive right to consummate a deal. The Existing Shareholders will not, and will cause the "Companies" not to, directly or indirectly, other than in the ordinary course of business, or as contemplated by this Term Sheet, solicit, initiate or encourage any inquiries, discussions or proposals from any other person or entity relating to a possible acquisition of any part of the business or of the capital stack, securities or assets of any of the "Companies".

Sincerely,

Dearborn Capital Group, LLC


By:   
Name: Oren Richland  
Title: Manager

AGREED AND ACCEPTED

This 22nd day of March

SELLER:

Bond Collective on behalf of the "Companies"

By:   
Name: Elie Reiter  
Title: Manager